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*Proposed Attorneys for Debtors  
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

In re:

MODELL'S SPORTING GOODS, INC., *et al.*,  
  
Debtors.<sup>1</sup>

Chapter 11

Case No. 20-14179 (VFP)

Jointly Administered

**NOTICE OF DEBTORS' INTENT TO SEEK A FURTHER SUSPENSION OF THEIR  
CHAPTER 11 CASES THROUGH AND INCLUDING JUNE 15, 2020**

**PLEASE TAKE NOTICE** that, on April 30, 2020 this Court entered that certain *Order  
Further Suspending the Debtors' Chapter 11 Cases Pursuant to 11 U.S.C. §§ 105 and 305*

[Docket No. 294] (the "**Suspension Order**") suspending these chapter 11 cases through and

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<sup>1</sup> The Debtors in these chapter 11 cases and the last four digits of each Debtor's federal tax identification number, as applicable, are as follows: Modell's Sporting Goods, Inc. (9418), Modell's II, Inc. (9422), Modell's NY II, Inc. (9434), Modell's NJ II, Inc. (9438), Modell's PA II, Inc. (9426), Modell's Maryland II, Inc. (9437), Modell's VA II, Inc. (9428), Modell's DE II, Inc. (9423), Modell's DC II, Inc. (9417), Modell's CT II, Inc. (7556), MSG Licensing, Inc. (8971), Modell's NH, Inc. (4219), Modell's Massachusetts, Inc. (6965) and Modell's Online, Inc. (2893). The Debtors' corporate headquarters is located at 498 Seventh Avenue, 20<sup>th</sup> Floor, New York, New York 10018.

including May 31, 2020, without prejudice to the Debtors' right to seek a further extension of time.

**PLEASE TAKE FURTHER NOTICE** that, pursuant to the Suspension Order, and in light of the fact that various state and local orders aimed at minimizing infections and deaths COVID-19 continue to prevent the Debtors from conducting in-person retail sales in many of the locations in which they operate,<sup>2</sup> the Debtors submit this notice (the "**Extension Notice**") of their intent to seek a further suspension of these chapter 11 cases through and including June 15, 2020, without prejudice to the Debtors' right to seek additional time. In support of this request, and in addition to the facts set forth herein, the Debtors rely on the arguments set forth in their *Verified Application in Support of Emergency Motion for Entry of an Order Temporarily Suspending Their Chapter 11 Cases Pursuant to 11 U.S.C. §§ 105 and 305* [Docket No. 115] (the "**Application**") and in their *Omnibus Response in Opposition to the Landlord and Utility Responses and in Support of an Order Further Suspending Their Chapter 11 Cases Pursuant to 11 U.S.C. §§ 105 and 305* [Docket No. 287] (the "**Omnibus Response**").<sup>3</sup>

**PLEASE TAKE FURTHER NOTICE** that, in light of the continuing negotiations between and among the Debtors, the Lenders, the Committee, and the Objecting Landlords, the Debtors will submit a budget for consideration in connection with the requested extension of the Bankruptcy Suspension on or before 12:00 p.m. EST on Thursday, May 28, 2020.

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<sup>2</sup> The Debtors are aware that New York and New Jersey, the two states most critical to the success of their Store Closing Sales, currently permit limited non-essential retail operations. *See* N.Y. Exec. Order 202.31 (May 14, 2020) (allowing "curbside or in-store pickup or drop off" as of May 15, 2020 at 12:01 a.m.); N.J. Exec. Order 142 (May 14, 2020) (allowing "curbside pickup," subject to numerous restrictions, as of 6:00 a.m. on May 18, 2020). Notwithstanding the foregoing, it would not be feasible for the Debtors to conduct Store Closing Sales and liquidate their inventory pursuant to a curbside or remote model. Accordingly, the Debtors are not yet prepared to recommence operations.

<sup>3</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application and the Omnibus Response.

**PLEASE TAKE FURTHER NOTICE** that, pursuant to that certain May 19, 2020 letter to the Court extending certain deadlines [Docket No. 335], objections to the relief requested in this Extension Notice must be filed with the Court on or before **June 2, 2020 at 12:00 p.m. (ET)** (the “**Objection Deadline**”).

**PLEASE TAKE FURTHER NOTICE** that a telephonic hearing (the “**Hearing**”) on the relief requested in this Extension Notice shall be held on **June 4, 2020 at 2:30 p.m. (ET)** before the Honorable Vincent F. Papalia, United States Bankruptcy Judge.

**PLEASE TAKE FURTHER NOTICE** that, to the extent the Debtors, the Lenders, the Committee, and a majority of the Objecting Landlords are able to reach an agreement regarding a consensual budget, the Debtors intend to seek a final order on their Motion for Entry of Interim and Final Orders (I) Authorizing Use of Cash Collateral and Affording Adequate Protection; (II) Modifying Automatic Stay; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief [Docket No. 23] (the “**Cash Collateral Motion**”) at the Hearing.

**PLEASE TAKE FURTHER NOTICE** that objections, if any, to the entry of a final order on the Cash Collateral must be filed with the Court on or before the Objection Deadline.

**PLEASE TAKE FURTHER NOTICE** that parties may consult the website for the United States Bankruptcy Court for the District of New Jersey, <http://www.njb.uscourts.gov/>, for instructions on how to participate in the Hearing.

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**PLEASE TAKE FURTHER NOTICE** that parties wishing to participate in the Hearing must contact CourtSolutions to schedule an appearance no less than twenty-four hours before the Hearing.

Dated: May 27, 2020

Respectfully submitted,

**COLE SCHOTZ P.C.**  
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